

Hearing Date and Time: July 29, 2009 at 10 a.m.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**JOINDER OF MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED  
TO SUPPLEMENTAL LIMITED OBJECTION AND RESERVATION OF  
RIGHTS OF APPALOOSA MANAGEMENT L.P. AND A-D ACQUISITION  
HOLDINGS, LLC WITH RESPECT TO THE DEBTORS' PLAN  
MODIFICATION APPROVAL MOTION, RELATED DOCUMENTS AND  
NOTICE OF SUCCESSFUL BIDDER AT AUCTION**

Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill"), by and through its undersigned counsel, hereby joins in the Supplemental Limited Objection And Reservation Of Rights Of Appaloosa Management L.P. And A-D Acquisition Holdings, LLC With Respect To The Debtors' Plan Modification Approval Motion, Related Documents And Notice of Successful Bidder At Auction, dated July 28, 2009 and filed on behalf of Appaloosa Management L.P. and A-D Acquisition Holdings, LLC (Docket No. 18675) (the "Appaloosa Supplemental Objection"), for all the reasons stated therein. Merrill adopts and incorporates by reference herein the objections, arguments, and reservations of rights contained in the Appaloosa

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Supplemental Objection as though set forth with respect to Merrill's counterclaims in Adversary  
Proceeding No. 08-1232 and its administrative claims against the Debtors.

Dated: New York, New York  
July 28, 2009

Respectfully submitted,

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

By: /s/ Marc Falcone, Esq.  
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